

EXHIBIT A
(Proposed Order)

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*Attorneys for Debtors
and Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)
Chapter 11 (Lead Case) (Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C.
§ 327(e), FED. R. BANKR. P. 2014(a) AND 2016,
AND THE ORDER AUTHORIZING THE
DEBTORS TO EMPLOY PROFESSIONALS
USED IN THE ORDINARY COURSE OF
BUSINESS FOR AUTHORITY TO RETAIN AND
EMPLOY PILLSBURY WINTHROP SHAW
PITTMAN LLP AS SPECIAL COUNSEL FOR
THE DEBTORS EFFECTIVE AS OF THE
PETITION DATE**

1 Upon the Application, dated August 5, 2020 (the “**Application**”),¹ of PG&E Corporation
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and reorganized
3 debtors (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter**
4 **11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code (the “**Bankruptcy Code**”)
5 and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”),
6 for authority to retain and employ Pillsbury Winthrop Shaw Pittman LLP (“**Pillsbury**” or the “**Firm**”)
7 as special counsel for certain matters for the Debtors effective as of the Petition Date, all as more fully
8 set forth in the Application; and this Court having jurisdiction to consider the Application and the relief
9 requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Order Referring Bankruptcy Cases
10 and Proceedings to Bankruptcy Judges, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local
11 Rules for the United States District Court for the Northern District of California (the “**Bankruptcy Local**
12 **Rules**”); and consideration of the Application and the requested relief being a core proceeding pursuant
13 to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409;
14 and due and proper notice of the Application having been provided to the parties listed therein, and it
15 appearing that no other or further notice need be provided; and this Court having reviewed the
16 Application, the Sorensen Declaration, the Prior Sorensen Declaration, and the Loduca Declaration; and
17 upon the record of the Hearing (if any was held) and all of the proceedings had before the Court; and
18 this Court having found and determined that the relief sought in the Application is in the best interests
19 of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal and
20 factual bases set forth in the Application establish just cause for the relief granted herein; and after due
21 deliberation and sufficient cause appearing therefor,

22 IT IS HEREBY ORDERED THAT:

- 23 1. This Application is granted as provided herein.
- 24 2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code and
25 Bankruptcy Rules 2014(a) and 2016, to retain and employ Pillsbury as special counsel under the terms
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28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

1 and conditions set forth in the Application and the Sorensen Declaration, which are appropriate under
2 the terms of these Chapter 11 Cases, effective *nunc pro tunc* to the Petition Date.

3 3. The Debtors are authorized to continue to employ Pillsbury in connection with the
4 Specific Matters as set forth in the Application and the Sorensen Declaration, which are appropriate
5 under the terms of these Chapter 11 Cases, and to engage Pillsbury as special counsel in connection
6 therewith under section 327(e) of the Bankruptcy Code.

7 4. Prior to the filing of this Application, Pillsbury was compensated pursuant to the OCP
8 Order. Following entry of this Order, for the period beginning June 1, 2020, Pillsbury shall be
9 compensated in accordance with, and will file, interim and final fee applications for allowance of its
10 compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the
11 Bankruptcy Rules, the Bankruptcy Local Rules, the Fee Guidelines, the Interim Compensation
12 Procedures Order, and any further order of the Court.

13 5. Pillsbury shall be reimbursed for reasonable and necessary expenses as provided by the
14 Fee Guidelines.

15 6. Fees paid and expenses reimbursed prior to entry of this Order under the OCP Order shall
16 not be subject to this Order.

17 7. Pillsbury shall use reasonable efforts to avoid any duplication of services provided by any
18 of the Debtors' other retained professionals in these Chapter 11 Cases.

19 8. Notice of the Application as provided therein shall be deemed good and sufficient notice
20 of the Application.

21 9. Pillsbury shall provide reasonable notice to the Debtors and the U.S. Trustee of any
22 increase of Pillsbury's hourly rates as set forth in the Sorensen Declaration.

23 10. To the extent the Application is inconsistent with this Order, the terms of this Order shall
24 govern.

25 11. This Court shall retain jurisdiction to hear and determine all matters arising from or
26 related to the implementation, interpretation, or enforcement of this Order.

27 **END OF ORDER**
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